

# Board Governance Project Implementation Timeline

	2011			2012								
	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN	JUL		
Committees   Delegations		First Reading of Committee Delegations to Full Board First Reading of CEO Delegation to Full Board	Second Reading of Committee Delegations to Full Board Second Reading of CEO Delegation to Full Board		Implement Committee Structure						Project Work Extends Beyond July 2012	
Board Governance Policy		First Reading of Board Governance Policy to Governance Committee Board	Second Reading of Board Governance Policy to Governance Committee Board									
Strategy	Develop Strategic Planning Process and Framework			Kickoff Strategic Planning Process; Review Draft 2012/13 Business Plan	Strategy Development Adopt 2012/13 Business Plan (March)					Planning Session		
Agenda Process, Content, and Management		First Reading of Agenda Guidelines and Templates to Governance Committee Board	Second Reading of Agenda Guidelines and Templates to Governance Committee Board		Implement New Agenda Process   Enhance Agenda Content							
Board Assessment			Define Process and Select Facilitator							Board Self-Assessment Workshop		
Board Development			TBD									
Annual Certifications and Compliance	Review and Update Compliance Policies and Implement Annual Certification Process											
Executive Management	TBD											

# Project Overview

## Committees | Delegations

This work stream will implement the new committee structure. Delegations from the Board to the committees will be developed to reflect the new structure and incorporate the "powers reserved." In addition, the delegation from the Board to the CEO will be revised to reflect the powers reserved. Our goal is to have these documents in place so that the new committee structure can take effect immediately in 2012.

## Board Governance Policy

This work stream will implement a high level Board governance document. A new governance document will be developed, incorporating the various elements adopted through the Governance project. Our goal is to have this document in place for 2012.

## Strategy

This work stream focuses on engaging the Board in the strategic and business planning processes. At the January 2012 offsite, we intend to kick off an initiative to develop a 3-5 year strategic plan. This process will be designed to facilitate significant Board involvement.

## Agenda Process, Content, and Management

This work stream addresses improvements to the agenda setting process and to the agenda items themselves, with the goals of streamlining and improving efficiency, as well as making the Board/committee materials more user-friendly, more meaningful, and more aligned with strategic issues. This includes developing an agenda template that includes an executive summary, developing guidelines and using a consent agenda, establishing a process to implement a sunset review for all information reports, and establishing standing committee questions. Our goal is to complete this work to coincide with the launch of the new committee structure in 2012.

Over time, a board portal will be introduced to facilitate information sharing.

In addition, guidelines will be developed to further define the roles of the Board President and the CEO in setting the agenda, as well as the communication between Committee Chairs/Vice Chairs and the assigned staff liaisons. This will include tying the agendas and committee work to the Strategic and Annual Business Plans. In addition, the board briefing process will be reviewed and streamlined.

Finally, the project will provide a framework for setting the information requirements for all agenda items. This includes defining the thresholds that trigger Board/Committee attention and conducting a sunset review of all reports.

This work stream is a very extensive undertaking and we anticipate incremental implantation, much of which will occur within the individual committees.

## Board Assessment

This work stream is designed to develop the tool and process for the Board's self-assessment. The framework for conducting the assessment will include utilizing a third party facilitator to lead the process and obtaining feedback from external key stakeholders.

## Board Development

This work stream will create a Board development plan and budget. The plan will include existing education efforts such as fiduciary training, ethics training, and anti-discrimination training, but will be expanded to address additional issues.

## Annual Certifications and Compliance

This work stream will determine how best to implement the recommendations regarding the Board's annual certification, compliance and reporting requirements.

## Executive Management

This work stream will focus on long-term CEO succession planning, as well as how to enhance the process for setting objectives for and evaluating the Board's direct reports.



